

RECORDATION NO. 20896-K FILED

JAN 10 '01 9-41 AM
TS
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

January 10, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are five (5) copies of the following secondary document: Lease Supplement No. 4.

The enclosed document relates to the Equipment Lease Agreement (GATC 97-2) previously filed with the Board under Recordation Number 20896.

The names and addresses of the parties to the enclosed document are:

Lessor: State Street Bank and Trust Company
225 Franklin Street
Boston, Massachusetts 02101

Lessee: General American Railcar
Corporation
500 West Monroe Street
Chicago, Illinois 60661

A description of the railroad equipment covered by the enclosed document is

one railcar ADDED to the Lease:
GATX 063975

one railcar DELETED from the Lease:
GATX 031503

Mr. Vernon Williams
January 10, 2001
Page Two

A short summary of the document to appear in the index follows:

Lease Supplement No. 4 between State Street Bank and Trust
Company of Connecticut, Lessor, and General American
Railcar Corporation, Lessee, adding one railcar GATX
063975 to the Lease and deleting one railcar GATX 031503 from
the Lease.

Also enclosed is a check in the amount of \$27.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'R. Alvord', written in dark ink.

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 20896-K FILED

LEASE SUPPLEMENT NO. 4
(GARC Trust No 97-2)

JAN 10 '01 9-41 AM

SURFACE TRANSPORTATION BOARD

This Lease Supplement No. 4, dated as of October 24, 2000, between State Street Bank and Trust Company of Connecticut N.A., not in its individual capacity but solely as Owner Trustee under the Trust Agreement ("Lessor"), and General American Railcar Corporation, a Delaware corporation ("Lessee");

WITNESSETH:

The Lessor and the Lessee have heretofore entered into that certain Equipment Lease Agreement (GARC Trust No. 97-2) dated as of September 24, 1997 (the "Lease"). The terms used herein are used with the meanings specified in the Lease.

The Lease provides for the execution and delivery of one or more Lease Supplements substantially in the form hereof for, among other things, the purpose of particularly describing all or a portion of the Unit of Equipment to be leased to Lessee under the Lease.

Now, therefore, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, Lessor and Lessee hereby agree as follows:

1. Lessor hereby delivers and leases to Lessee, and Lessee hereby accepts and leases from Lessor, under the Lease as herein supplemented, the Unit described in Schedule 1 hereto.
2. All of the terms and provisions of the Lease are hereby incorporated by reference in this Lease Supplement to the same extent as if fully set forth herein.
3. To the extent that this Lease Supplement constitutes chattel paper (as such term is defined in the Uniform Commercial Code) no security interest in this Lease Supplement may be created through the transfer or possession of any counterpart hereof other than the counterpart bearing the receipt therefor executed by the Indenture Trustee on the signature page hereof, which counterpart shall constitute the only "original" hereof for purposes of the Uniform Commercial Code.
4. This Lease Supplement shall be governed by and construed in accordance with the internal laws and decisions of the State of New York, *provided, however*, that the parties shall be entitled to all rights conferred by any applicable Federal statute, rule or regulation.

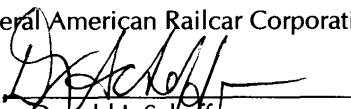
5. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together constituting one and the same instrument.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

State Street Bank and Trust Company of
Connecticut N.A., not in its
individual capacity but solely as Owner Trustee

By: 
Name: Alison Della Bella
Title: Assistant Vice President

General American Railcar Corporation

By: 
Name: Donald J. Schaffer
Title: Vice President

Commonwealth of Massachusetts)
) SS
County of Suffolk)

On this 24 day of October, 2000, before me personally appeared Alison Della Bella,
to me personally known, who being by me duly sworn, say that ~~he~~ she is Assistant Vice President
of State Street Bank and Trust Company of Connecticut N.A., that said instrument was signed on
such date on behalf of said corporation by authority of its Board of Directors, and he
acknowledged that the execution of the foregoing instrument was the free act and deed of said
corporation.

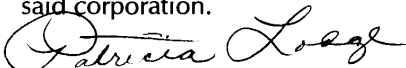

Notary Public

[Notarial Seal]

My commission expires: CECIL A. GILBERT
Notary Public
My Commission Expires July 12, 2002

State of Illinois)
) SS
County of Cook)

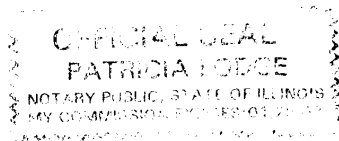
On this 24th day of October, 2000, before me personally appeared Donald J.
Schaffer, to me personally known, who being by me duly sworn, say that he is Vice
President of General American Railcar Corporation, that said instrument was signed on
such date on behalf of said corporation by authority of its Board of Directors, and he
acknowledged that the execution of the foregoing instrument was the free act and deed of
said corporation.



Notary Public

[Notarial Seal]

My commission expires:



SCHEDULE 1

<u>Car Type</u>	<u>DOT Class</u>	<u>Car Marking</u>
T105	111A100-W-1	GATX 063975